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August 6, 2002

Via Overnight Mail and Facsimile

George Bein,
Vice President
HSG/ATN, Inc.
10211 N. 32nd Street, Suite A5
Phoenix, Arizona 85028

Dear Mr. Bein:

Pursuant to Jeffrey P. Bein's notice of termination letter, dated June 28, 2002, the termination of the Representation Agreement between HSG/ATN, Inc. ("ATN") and MCI WORLD COM Communications, Inc. successor-in-interest to WorldCom Technologies, Inc. (MCI WorldCom"), dated August 4, 1998 (the "Agreement"), is now effective, as of July 28, 2002.

This letter is a reminder that, during this post-termination period, ATN is required to comply with the provisions of Section 8.1 and Section 13 of the Agreement.

Section 8.1 survives termination of the Agreement for as long as MCI WorldCom has obligations to pay ATN any post-termination commissions pursuant to Section 2.3.1 of the Agreement (as the provisions of such Section 2.3.1 are set forth in the Sixth Amendment to the Agreement). Under that Section 8.1, for as long as Section 8.1 survives termination of the Agreement, ATN is required not to contact any MCI WorldCom or TTI customers procured under the Agreement or under any other agreement between ATN and WorldCom, for the purpose of inducing such customers to switch to another provider of any service competing with the Services outlined in Exhibit A of the Agreement.

Among its other provisions, Section 13 requires ATN (i) to not use any MCI WorldCom or TTI customer information or any other MCI WorldCom confidential information for any purpose except performance under the Agreement; and (ii) to not disclose any MCI WorldCom or TTI customer information or any other MCI WorldCom confidential information to any third party.

If ATN acts otherwise than in accordance with Section 8.1 and Section 13, then MCI WorldCom will be forced to take appropriate steps to protect MCI WorldCom's rights.

Sincerely,

Kirk Reynolds
Associate Commercial Counsel

cc: Brent Lacho, Director, MCI WorldCom
Ray Ahearn, Director, MCI WorldCom
George Hampton, Vice President, MCI WorldCom
Jeffrey P. Bein, President
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